

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*¹,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
**Re: Docket No. 3785 & 6/17/03 Agenda
Item No. 3**

**CERTIFICATION OF COUNSEL REGARDING STIPULATION AND AGREED
ORDER BY AND AMONG BSFS EQUIPMENT LEASING, DALEEN
TECHNOLOGIES, INC. AND W.R. GRACE & CO.-CONN**

1. Attached hereto as Exhibit A, for the Court's consideration, is the proposed *Stipulation and Agreed Order by and Among BSFS Equipment Leasing, Daleen Technologies, Inc. and W.R. Grace & Co.-Conn.* (the "Stipulation").

2. On or about May 13, 2003 the Debtors filed the *Motion for Order Approving Settlement with BSFS Equipment Leasing and Daleen Technologies, Inc., Pursuant to Fed. R. Bankr. P. 9019* (the "Motion") (Docket No. 3785).

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. The attached Stipulation represents the final executed document resolving the matter between the parties. The attached Stipulation is substantially the same as the unexecuted stipulation filed with the Motion.

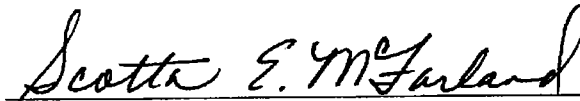
4. The Notice of the Motion provided for an objection deadline of May 30, 2003. As no objections to the relief sought in the Motion have been filed or received, the Debtors respectfully request that the Court enter the attached Stipulation at its earliest convenience.

Dated: June 10, 2003

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